

RECORDATION NO. 11500-R **FILED**

**FEB 01 '10 -11 00 AM**

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N W  
SUITE 301

WASHINGTON, DC

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

**SURFACE TRANSPORTATION BOARD**

February 1, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

GATC Trust 3

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale and Partial Release, dated as of January 6, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Commission and Board under Recordation Number 11500.

The name and address of the party to the enclosed document are

Lessor.                      BNY Capital Funding LLC  
1290 Avenue of the Americas  
New York, NY 10104

[Lessee:                      GATX Corporation (successor by merger to  
GATX Financial Corporation)  
222 West Adams Street  
Chicago, IL 60661]

Section Chief  
February 1, 2010  
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A description of the railroad equipment covered by the enclosed document is:

1 railcar RELEASED: GATX 300451.

A short summary of the document to appear in the index is:

Bill of Sale and Partial Release.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the undersigned

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W Alvord

RWA/sem  
Enclosures

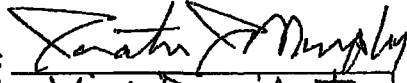
FEB 01 '10 -11 00 AM

BILL OF SALE AND PARTIAL RELEASE

SURFACE TRANSPORTATION BOARD

BNY Capital Funding LLC, not in its individual capacity, but solely as Lessor under GATC Trust 3 (the "Lessor") under an Equipment Lease Agreement (GATC Trust 3) dated as of February 15, 1980 (the "Lease") between the Lessor and GATX Corporation, a New York corporation successor by merger to GATX Financial Corporation, a Delaware corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GATX 300451 (the "Unit") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

Dated: January 6, 2010

BNY Capital Funding LLC, not in  
its individual capacity, but solely  
as LessorBy:   
Title: Vice President

State of New York           )  
  ) SS  
County of                    )

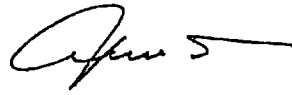
On this 19<sup>th</sup> day of January, 2010, before me personally appeared Jonathan Murphy, to me personally known, who being by me duly sworn, say that he/she is a Vice President of BNY Capital Funding LLC, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public                   JACQUELINE GADDY  
                                      Notary Public, State of New York  
                                      No. 01GA6029761  
                                      Qualified in Kings County  
                                      Commission Expires August 30, 2013  
[Notarial Seal]               *Jacqueline Gaddy*  
My commission expires: 8/30/2013

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated. 2/1/10

  
\_\_\_\_\_  
Robert W Alvord